Woolley-Wilson Jessie Form 4 June 20, 2018

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

Expires:

January 31, 2005

0.5

Estimated average burden hours per response...

if no longer subject to Section 16.

Check this box

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Woolley-Wilson Jessie

2. Issuer Name and Ticker or Trading Symbol

ROSETTA STONE INC [RST]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last) (First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

06/18/2018

X\_ Director

below)

10% Owner Other (specify

C/O ROSETTA STONE INC., 1621 NORTH KENT STREET, SUITE 1200

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Officer (give title

ARLINGTON, VA 22209

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactiorDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of **Underlying Securities** 

#### Edgar Filing: Woolley-Wilson Jessie - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	*	Securities Acquired or Dispose (D) (Instr. 3, 4 and 5)	(A) ed of	(Month/Day	Day/Year) (Instr		4)
				Code '	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 16.12 (1)	06/18/2018		A		13,255		<u>(2)</u>	06/18/2028	Common Stock	13,255
Restricte Stock Units	ed (3)	06/18/2018		A		3,722		<u>(4)</u>	<u>(4)</u>	Common Stock	3,722

# **Reporting Owners**

Reporting Owner Name / Address	Keiauonsnips						
	Director	10% Owner	Officer	Other			
Woolley-Wilson Jessie							
C/O ROSETTA STONE INC.	X						
1621 NORTH KENT STREET, SUITE 1200	Λ						

**Signatures** 

ARLINGTON, VA 22209

/s/ Sonia Galindo, 06/20/2018 Attorney-in-fact

\*\*Signature of Reporting Person

## **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The exercise price is equal to the closing price of the common stock of the Corporation on the New York Stock Exchange on June 18, **(1)** 2018, the date of grant.
- (2) Options vest at a rate of 1/4 per quarter over one year and become fully vested June 18, 2019.
- Each RSU represents the right to receive one share of common stock of the Issuer.
- RSUs vest at a rate of 1/4 per quarter and become fully vested on June 18, 2019. Delivery of the shares entitled to the Reporting Person will be made upon the Reporting Person's separation from service to the Board of Directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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